

RECORDATION NO. 24603-C FILED

AUG 02 '10 -3 03 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

July 29, 2010

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated July 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 24603.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: U. S. Silica Company
2496 Hancock Road
Berkeley Springs, WV 25411

A description of the railroad equipment covered by the enclosed document is for twelve (12) 3000 cubic foot capacity; covered hopper cars having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(USS1007)

ASSGN. NO.: USS1007

AUG 02 '10 -3 08 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of July, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and U.S. Silica Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 20, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: VICE PRESIDENT SALESBy: Susan Grokulskey

Name: SUSAN GROKULSKY
 Title: ASSISTANT DIRECTOR
OF DOCUMENTATION

Executed on this 1st day of JULY, 2010.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of July, 2010.

Commission Expires:

6-20-12
 (Notary Public)

Notary Public



LESSEE:

U.S. SILICA COMPANY

ATTEST:

By: Chris Maddox
Name: Chris Maddox
Title: Director of Logistics

By: Bryan A. Shinn
Name: BRYAN A. SHINN
Title: SR. VICE PRESIDENT

Executed on this 10th day of MAY, 2010.

[CORPORATE SEAL]

STATE OF WEST VIRGINIA

COUNTY OF MORGAN

I, KARRIE L. LOUCKS, a Notary Public of the County and State aforesaid, certify that BRYAN A. SHINN personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of MAY, 2010.

Karrie L. Loucks
Notary Public

Commission Expires:

9-29-2013
(Notary Public)

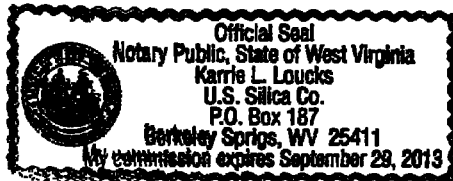


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 3000 cubic foot capacity covered hopper cars with round hatches
down the center line of the Car, gravity outlet gates and 286,000 lbs TWR.

CAR NUMBERS:

NDYX	298211
NDYX	298213
NDYX	298214
NDYX	298216
NDYX	298217
NDYX	298220
NDYX	298221
NDYX	298224
NDYX	298225
NDYX	298227
NDYX	298228
NDYX	298229